

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
FRED’S, INC., <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 19-11984 (CSS)
	)	
Debtors.	)	Jointly Administered
	)	
	)	<b>RE: D.I. 1059 &amp; 1094</b>

**CERTIFICATE OF COUNSEL REGARDING AMENDED ORDER,  
PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE, (I)  
AUTHORIZING THE SALE OF CERTAIN CLAIMS FREE AND CLEAR OF  
LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, (II)  
AUTHORIZING THE REJECTION OF CERTAIN EXECUTORY  
CONTRACTS IN CONNECTION THEREWITH, AND (III) GRANTING  
RELATED RELIEF**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “Debtors”) hereby certifies as follows:

1. On May 1, 2020, the Debtors filed the *Debtors’ Motion for Entry of an Order, Pursuant to Section 363 of the Bankruptcy Code, (I) Authorizing the Sale of Certain Claims Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (II) Authorizing the Rejection of Certain Executory Contracts in Connection Therewith, and (III) Granting Related Relief* [D.I. 1059] (the “Motion”).

2. On May 19, 2020, the Court entered the *Order, Pursuant to Section 363 of the Bankruptcy Code, (I) Authorizing the Sale of Certain Claims Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (II) Authorizing the Rejection of Certain Executory*

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Fred’s Stores of Tennessee, Inc. (9888); Fred’s Inc. (4010); National Equipment Management and Leasing, Inc. (4296); National Pharmaceutical Network, Inc. (9687); Reeves-Sain Drug Store, Inc. (4510); Summit Properties-Jacksboro, LLC (9161); Summit Properties-Bridgeport, LLC (2200); and 505 N. Main Opp, LLC (5850). The Debtors’ address is 6625 Lenox Park, Suite 200, Memphis, TN 38115.

*Contracts in Connection Therewith, and (III) Granting Related Relief* [D.I. 1094] (the “Original Order”) granting the relief requested in the Motion.

3. The Motion requested authority to reject the Debtors’ claims servicing agreements (the “Claims Servicing Agreements”) and the Original Order authorized the Debtors to reject the Claims Servicing Agreements.

4. Following entry of the Original Order, Optium Fund 3, LLC (“Optium”) requested a clarification to the Original Order to specify that the Claims Servicing Agreements would be rejected pursuant to the order itself. The Debtors have revised the form of order granting the relief requested in the Motion (the “Amended Order”) to address Optium’s concern.

5. For the convenience of the Court and all parties in interest, a blackline comparing the Amended Order against the Original Order is attached hereto as Exhibit B.

6. Optium has reviewed the Amended Order and does not object to its entry.

WHEREFORE, the Debtors respectfully request that the Court enter the Amended Order substantially in the form attached hereto as Exhibit A at its earliest convenience.

Dated: June 10, 2020  
Wilmington, Delaware

/s/ Andrew R. Workman

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